

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
TRN BUSINESS TRUST		12/20/2006	Statutory Business Trust: DELAWARE

**RECEIVING PARTY DATA**

Name:	TRN, INC.
Street Address:	2525 Stemmons Freeway
City:	Dallas
State/Country:	TEXAS
Postal Code:	75207
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 45**

Property Type	Number	Word Mark
Registration Number:	2999411	TRINITY
Registration Number:	2429167	T
Registration Number:	2316112	T
Registration Number:	2490299	TRINITY
Registration Number:	2399084	TRINITY INDUSTRIES, INC.
Registration Number:	2757235	NABRICO OVER 100 YEARS
Registration Number:	1211243	NABRICO
Registration Number:	1178793	NABRICO OVER 75 YEARS
Registration Number:	2504547	ADIEM
Registration Number:	1105495	NABRICO
Serial Number:	78970390	BUILDING TOMORROW'S HIGHWAY SAFETY SOLUTIONS TODAY

CH \$1140.00 2999411

Serial Number:	78970299	BUILDING TOMORROW'S HIGHWAY SAFETY SOLUTIONS TODAY
Serial Number:	78970343	BUILDING TOMORROW'S HIGHWAY SAFETY SOLUTIONS TODAY
Registration Number:	2507155	CAT
Registration Number:	1548853	CAT
Registration Number:	2553809	ET PLUS
Registration Number:	2490903	ET-2000
Registration Number:	1103901	GLAREFOIL
Registration Number:	2487002	HBA
Registration Number:	2789631	KING BLOCK
Registration Number:	2784909	KING SIZE KING BLOCK
Registration Number:	2328131	MPS 350
Registration Number:	2815342	SRT-350
Registration Number:	1558760	SYRO
Registration Number:	2150590	TAKING HIGHWAY SAFETY INTO THE 21ST CENTURY
Registration Number:	2418125	TRACC
Registration Number:	2433866	TRI GARD
Registration Number:	2558497	WY-BET
Registration Number:	2290407	SMOOTHCRETE
Registration Number:	2934594	TRINNOVATION
Serial Number:	78764590	VERSA-BOX
Serial Number:	78763579	RDL
Registration Number:	3032353	TRINITYRAIL
Registration Number:	3032355	TRINITYRAIL BUILT TO DELIVER
Registration Number:	3032356	TRINITYRAIL
Registration Number:	2807122	TRINITY RAIL GROUP
Registration Number:	2784771	TRINITY RAIL GROUP
Registration Number:	1106041	RAPID DISCHARGE
Registration Number:	1543426	POWER FLO
Registration Number:	1551814	POLY FLO
Registration Number:	1558786	DIFCO
Registration Number:	1745156	THE ALUMINATOR
Registration Number:	2948473	TRINCOOL
Serial Number:	78887636	T-RAMS

Serial Number:

78887635

T-RAMS TRINITYRAIL ASSET MANAGEMENT SOLUTIONS

**CORRESPONDENCE DATA**

Fax Number: (214)661-4691

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 214.953.6500

Email: b.k.drinkwater@bakerbotts.com

Correspondent Name: B. K. Drinkwater, c/o Baker Botts L.L.P.

Address Line 1: 2001 Ross Avenue

Address Line 2: Suite 600

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:

091078.0010

NAME OF SUBMITTER:

B. K. Drinkwater

Signature:

/B. K. Drinkwater/

Date:

01/03/2007

**Total Attachments: 3**

source=TRN Business Trust - DE Cert of Merger#page1.tif

source=TRN Business Trust - DE Cert of Merger#page2.tif

source=TRN Business Trust - DE Cert of Merger#page3.tif

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

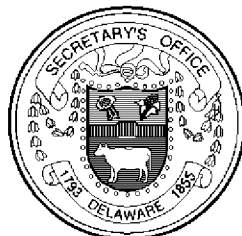
"TRN BUSINESS TRUST", A DELAWARE STATUTORY TRUST,  
WITH AND INTO "TRN, INC." UNDER THE NAME OF "TRN, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 8:28 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2532696 8100M

061178332



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5309096

DATE: 12-27-06

TRADEMARK  
REEL: 003453 FRAME: 0788

**CERTIFICATE OF MERGER**  
**OF**  
**TRN BUSINESS TRUST,**  
**a Delaware statutory trust**  
**WITH AND INTO**  
**TRN, INC.,**  
**a Delaware corporation**

The undersigned entities organized and existing under and by virtue of the Delaware Statutory Trust Act and Delaware General Corporation Law ("**DGCL**"), do hereby certify that:

**FIRST:** The name and state of formation of each of the constituent entities of the merger are set forth below:

<u>Name</u>	<u>Type of Entity</u>	<u>State of Formation</u>
TRN Business Trust (" <b>TRN Trust</b> ")	Statutory Business Trust	Delaware
TRN, Inc. (" <b>TRN</b> ")	Corporation	Delaware

**SECOND:** An Agreement and Plan of Merger (the "**Plan of Merger**") between the parties has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 3815 of the Delaware Statutory Trust Act and Section 254 of the DGCL, as applicable, and by all actions required by the laws under which TRN Trust and TRN were formed and the governing documents of TRN Trust and TRN.

**THIRD:** TRN, Inc., a Delaware corporation, shall be the surviving entity.

**FOURTH:** The Certificate of Incorporation of TRN shall be the Certificate of Incorporation of the surviving entity, and no amendments or changes to the Certificate of Incorporation of Trinity are desired to be effected by the merger.

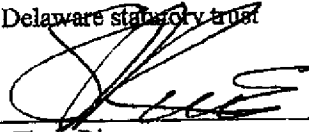
**FIFTH:** The merger is to become effective as of 11:59 p.m. on December 31, 2006.

**SIXTH:** The executed Plan of Merger is on file at the principal place of business of the surviving entity. The address of the principal place of business of the surviving entity is 2525 Stemmons Freeway, Dallas, Texas 75207.

**SEVENTH:** A copy of the Plan of Merger will be furnished by the surviving entity, on request and without cost to any stockholder or any beneficial owner of any constituent entity.

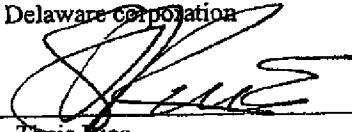
Dated: December 20, 2006

**TRN BUSINESS TRUST,**  
a Delaware statutory trust



S. Theis Rice  
Managing Trustee

**TRN, INC.,**  
a Delaware corporation



S. Theis Rice  
President